

Holger
James G.
Counterpart -
BALL, JANIK & NOVACK
ATTORNEYS AT LAW
1101 PENNSYLVANIA AVE N W, SUITE C35
WASHINGTON, D C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S W MAIN ST SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

December 27, 1994

Louis E. Gitomer
Direct Dial: (202)466-6532

RECORDATION NO. 18812-A FILED 1995

DEC 27 1994 - 9 15 AM

01 00466005
\$21.00

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is a Termination of Interim User Agreement, a secondary document, dated as of December 27, 1994. The primary document to which this is connected is recorded under Recordation No. 18812. We request that this document be recorded under Recordation No. 18812-A.

The names and addresses of the parties to the Termination of Interim User Agreement are:

Lessor:

General Electric Company
33 West Monroe Street
Chicago, IL 60603

Lessee:

Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

18812-A

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
December 27, 1994
Page 2

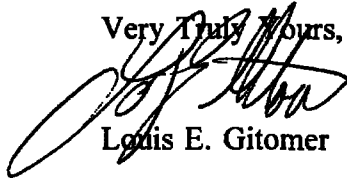
A description of the equipment covered by the Termination of Interim User Agreement consists of 50 Dash 9-44 CW locomotives numbered SP 8150-8199, inclusive.

A fee of \$21.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: a Termination of Interim User Agreement by General Electric Company, 33 West Monroe Street, Chicago, IL 60603, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 50 Dash 9-44 CW locomotives numbered SP 8150-8199, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

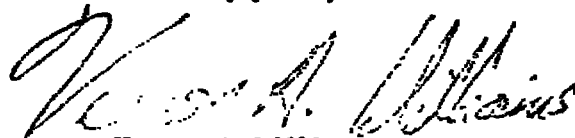
12/27/94

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC. 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/94 at 9:15AM , and assigned recordation number(s). 18812-A.

Sincerely yours,



Vernon A. Williams
Secretary

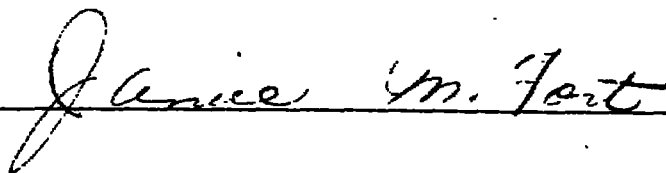
Enclosure(s)

(0100466005)

21.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



DEC 27 1994 -9 15 AM

TERMINATION OF INTERIM USER AGREEMENT

THIS TERMINATION OF INTERIM USER AGREEMENT, made the 27th day of December, 1994 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Southern Pacific Transportation Company ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of May 13, 1994 (the "Agreement"), which Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on May 17, 1994 and given Recordation Number 18812; and

WHEREAS, GE and Railroad desire to terminate and cancel the Agreement in its entirety;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Agreement, effective December 28, 1994.
2. The parties agree to record this Termination of Interim User Agreement with the ICC so as to release GE's lien against all of the 50 locomotives covered thereby.
3. This Termination of Interim User Agreement may be executed in one or more counterparts, each of which counterparts when so executed shall be deemed to be an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Termination of Interim User Agreement to be duly executed by their authorized officers as of the day and year first above written.

**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: 

Title Treasurer

GENERAL ELECTRIC COMPANY

By: _____

David B. Tucker, General
Manager, Americas Locomotive
Marketing/Sales/Service

Commonwealth of Pennsylvania }
 }
County of Erie }

On this 21st day of December, 1994, before me personally appeared David B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Notary Public

State of California

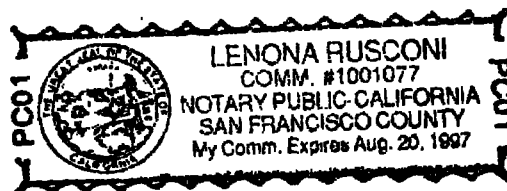
County of San Francisco

On December 22nd, 1994, before me, Lenona Rusconi, December, 1994, Notary Public, personally appeared Lynn K. Ducken, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

My commission expires: 8/20/97

Lenona Rusconi
Notary Public



**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: _____

Title _____

GENERAL ELECTRIC COMPANY

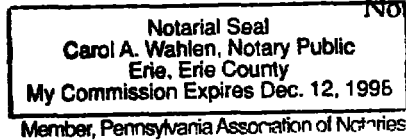
By: David B. Tucker

David B. Tucker, General
Manager, Americas Locomotive
Marketing/Sales/Service

Commonwealth of Pennsylvania)
)
County of Erie)

On this 21st day of December, 1994, before me personally appeared David B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service of General Electric Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:



Carol A. Wahlen

Notary Public

State of California

County of San Francisco

On December 22nd, 1994, before me, Lenona Rusconi, December, 1994, Notary Public, personally appeared Lynn K. Ducken, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

My commission expires:

Notary Public